

Douglas E. Cloud  
Direct Dial: (404) 969-0736  
Email: doug.cloud@m2c2law.com

Robert D. Mowrey  
Direct Dial: (404) 969-0737  
Email: bob.mowrey@m2c2law.com

April 9, 2013

*VIA ELECTRONIC AND FIRST CLASS MAIL*

Thomas C. Nash  
Associate Regional Counsel  
Office of Regional Counsel (C-14J)  
U.S. EPA, Region 5  
77 West Jackson Boulevard  
Chicago, Illinois 60604-3590

Re: West Vermont Street Site, Speedway, Indiana, Site ID # B5UJ (the "West Vermont Site" or "Site")

Dear Mr. Nash:

We write to follow up recent communications and in light of Shelly Lam's February 1, 2013 letter forwarding the Weston Solutions *Technical Memorandum, Analytical and Hydrogeological Evaluation* (the "Weston Report") for the West Vermont Street Site.

### **The Weston Report**

First, GPC appreciates EPA's provision of the Weston Report. While the purpose of this letter is not to offer any particular or detailed evaluative comments about that report, in general terms, GPC agrees that it provides a clearer picture than previously existed concerning the likely causes of contaminants in the area of the residential drinking wells at the West Vermont Street Site (the "Residential Area").

As you know, GPC does not believe that substances from the historic release at its former facility (also known as the former Allison Transmission Plant 10) are at issue with respect to the Residential Area. The Weston Report confirms that remedial efforts at this facility have reduced contamination and limited plume migration. As a result, GPC's former facility at a minimum is not a current contributing source to the contaminants reported in the Residential Area. Otherwise, the Weston Report does not assert that any substances from GPC's former facility have ever reached the Residential Area, only that Weston cannot rule out that possibility. In light of those findings, GPC respectfully suggests that EPA lacks a compelling and sound basis to assert GPC liability for the contaminants affecting the Residential Area.

ATLANTA  
1100 Peachtree Street, Suite 650 | Atlanta, Georgia 30309 | ph 404-969-0740 | fx 404-335-7220

WASHINGTON, D.C.  
1317 Vincent Place | McLean, Virginia 22101 | ph 713-760-0750 | fx 703-760-0751

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What the Weston Report makes abundantly clear is that prior releases and AIMCO's voluntary remediation activities at the former Accent Cleaners facility at Michigan Plaza are the most significant, and perhaps only, source of the contaminants affecting the Residential Area, and in general terms, GPC concurs with the Weston Report conclusions in that regard. GPC has not fully evaluated and expresses no view at this time regarding the Weston Report conclusions as to any potential additional contribution to the contaminants by the Allison Transmission facility or any other sources.

### **GPC's Good Faith Willingness to Negotiate**

As you know, GPC's position historically has been to seek a reasonable basis for cooperation amongst potentially responsible parties and with EPA regarding the West Vermont Street Site. To that end, in 2011, GPC endeavored to coalesce a group to negotiate an agreement with EPA for the performance of the requested work (providing the Residential Area with an alternative water supply). Unfortunately, those efforts were unsuccessful with the other parties.

Given the additional information supplied by the Weston Report, this letter is to reiterate that GPC is willing to explore with AIMCO in particular a reasonable basis for jointly performing the requested work (providing the Residential Area with an alternative water supply) on a consensual basis. Given the clear indication in the Weston Report that Michigan Plaza is the primary and perhaps only source of the contaminants affecting the Residential Area, it would be inequitable and unreasonable to expect GPC to share equally with AIMCO, much less for GPC to proceed on its own; however, GPC is prepared to negotiate in good faith toward an equitable GPC share in such work. To that end, a copy of our letter to AIMCO on this point is enclosed.

In the alternative, if AIMCO is unwilling to participate on a reasonable basis in light of the Weston Report, GPC is prepared to negotiate with EPA concerning an equitable share toward financing of the work. As has been the case since this matter first arose, GPC would prefer to explore a reasonable, cooperative approach rather than incur the legal and other costs inherently associated with a future contest over liability and apportionment. We understand that EPA is currently obtaining cost estimates for the performance of the work. If EPA is interested in pursuing an agreement with GPC concerning GPC's partial financing of the work, we request that EPA provide GPC the cost estimates it obtains and GPC will make a partial financing proposal in light of those estimates.

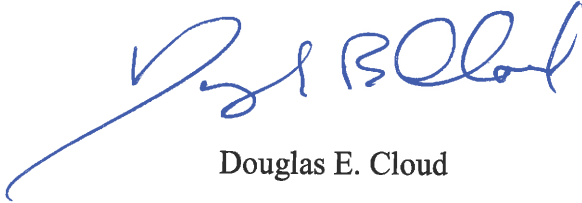
Of course, if neither AIMCO nor EPA is willing to accept an approach under which GPC would participate on an equitable and consensual basis, GPC will be prepared to defend itself in future proceedings.

This letter is a communication relating to the potential compromise of a disputed claim and as such is not an admission of any kind by GPC and cannot be used to assert any such admission. However, GPC reserves the right to introduce this correspondence in defense of any future EPA enforcement action as it is, among other things, potentially relevant to defenses GPC may have in such an action.

Thomas C. Nash  
April 9, 2013

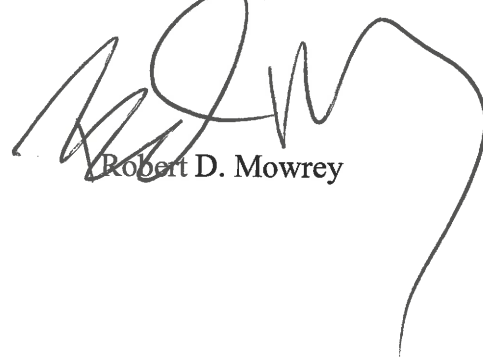
If EPA would like to pursue either of the above options to attempt to move toward a consensual approach, please give one of us a call.

Sincerely,



Douglas E. Cloud

Sincerely,



Robert D. Mowrey

Enclosure

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Direct Dial: (404) 969-0736  
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April 9, 2013

*VIA ELECTRONIC AND FIRST CLASS MAIL*

Scott H. Reisch  
Hogan Lovells US LLP  
One Tabor Center, Suite 1500  
1200 Seventeenth Street  
Denver, CO 80202

Re: West Vermont Street Site, Speedway, Indiana, Site ID # B5UJ (the "West Vermont Site" or "Site")

Dear Mr. Reisch:

As you know, our firm is counsel to Genuine Parts Company (GPC) in connection with the West Vermont Street Site. We are writing as a follow up to communications with you in the past as AIMCO counsel for the Site. If we should direct future correspondence to any other particular counsel for AIMCO, please let us know and we gladly will do so.

As you are aware, an EPA contractor has undertaken additional investigative work in an effort to identify the source of contaminants reported in the area of drinking water wells at the West Vermont Street Site (the "Residential Area"). We assume you are in receipt of the resulting Weston Solutions January 31, 2013, *Technical Memorandum, Analytical and Hydrogeological Evaluation* (the "Weston Report").

While the purpose of this letter is not to offer any particular or detailed evaluative comments about that report, in general terms, GPC agrees that it provides a clearer picture than previously existed concerning the likely source of contaminants in the Residential Area. GPC does not believe that substances from the historic release at its former facility are at issue with respect to the Residential Area. The Weston Report confirms that remedial efforts at GPC's former facility have reduced contamination and limited plume migration. As a result, GPC's former facility at a minimum is not a current contributing source to the contaminants reported in the Residential Area. Otherwise, the Weston Report does not assert that any substances from GPC's former facility have ever reached the Residential Area, only that Weston cannot rule out that possibility. In light of those findings, GPC's position remains that there is no compelling or sound basis for asserting GPC liability for the contaminants affecting the Residential Area.

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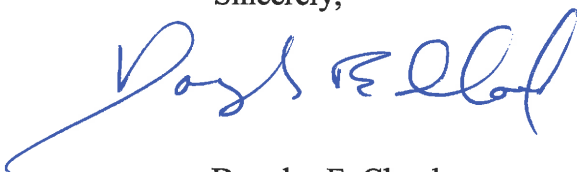
What the Weston Report makes abundantly clear is that prior releases and AIMCO's voluntary remediation activities at the former Accent Cleaners facility at Michigan Plaza are the most significant, and perhaps only, source of the contaminants affecting the Residential Area, and in general terms, GPC concurs with the Weston Report's conclusions in that regard. GPC has not fully evaluated and expresses no view at this time regarding the Weston Report conclusions as to any potential additional contribution to the contaminants by the Allison Transmission facility or any other sources.

GPC understands that EPA is contemplating unilateral enforcement action on this matter as to AIMCO and GPC. While GPC, as noted, disagrees that it is liable, the company nonetheless continues to prefer, if possible, a negotiated solution to this situation. GPC's position has long been that it would prefer to negotiate a reasonable resolution of these issues as opposed to incurring the legal and other costs associated with EPA enforcement and related litigation. This letter is to reiterate that GPC is willing to explore with AIMCO a reasonable basis for jointly performing the requested work on a consensual basis. Given the clear indication in the Weston Report that Michigan Plaza is the primary and perhaps only source of the contaminants affecting the Residential Area, it would be inequitable and unreasonable to expect GPC to share equally with AIMCO; however, GPC is prepared to negotiate in good faith toward an equitable GPC share in such work.

We would like to ascertain whether AIMCO is interested in jointly participating in consensual performance of the work EPA seeks and is prepared to negotiate on a reasonable basis in light of the Weston Report. We look forward to hearing from you soon.

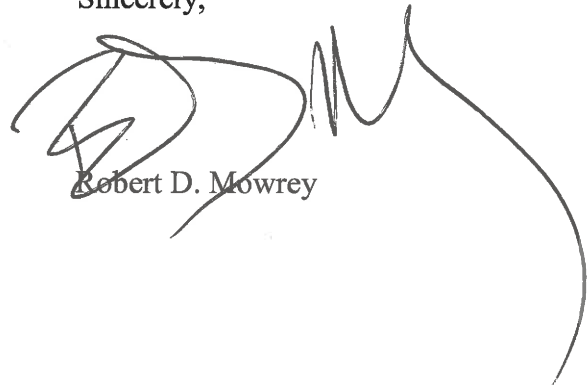
This letter is a communication relating to the potential compromise of a disputed claim and as such is not an admission of any kind by GPC and cannot be used to assert any such admission. However, GPC reserves the right to introduce this correspondence in defense of any future EPA enforcement action or in any future litigation with AIMCO as it is, among other things, potentially relevant to rights or defenses GPC may have in any such actions.

Sincerely,



Douglas E. Cloud

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Robert D. Mowrey